

Schroepfer Michael Todd
 Form 4
 January 02, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Schroepfer Michael Todd

(Last) (First) (Middle)

C/O FACEBOOK, INC., 1601 WILLOW ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Facebook Inc [FB]

3. Date of Earliest Transaction (Month/Day/Year)
 12/28/2012

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP Engineering

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	12/28/2012		C		215,000 ⁽¹⁾	A	\$ 0
Class A Common Stock	12/31/2012		S ⁽²⁾		55,000	D	\$ 26.4177 ⁽³⁾
Class A Common Stock	01/01/2013		C		25,476 ⁽⁴⁾	A	\$ 0

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Option (right to buy Class B Common Stock)	\$ 1.854	12/28/2012		M		(5) 01/11/2019	Class B Common Stock (6)
Class B Common Stock (6)	(6)	12/28/2012		M	215,000	(6) (6)	Class A Common Stock
Class B Common Stock (6)	(6)	12/28/2012		C	215,000	(6) (6)	Class A Common Stock
Restricted Stock Units (RSU)	(7)	01/01/2013		M	19,615	(8) 01/11/2019	Class B Common Stock (6)
Class B Common Stock (6)	(6)	01/01/2013		M	19,615	(6) (6)	Class A Common Stock
Class B Common Stock (6)	(6)	01/01/2013		F	8,776 (9)	(6) (6)	Class A Common Stock
Class B Common Stock (6)	(6)	01/01/2013		C	10,839 (10)	(6) (6)	Class A Common Stock
Restricted Stock Units (RSU)	(7)	01/01/2013		M	24,965	(11) 01/11/2019	Class B Common Stock
	(6)	01/01/2013		M	24,965	(6) (6)	

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2012. Pursuant to the terms of the RSU award, the service-based vesting condition was satisfied as to 1/5th of the total number of shares on November 1, 2009 and then 1/60th of the total number of shares vest monthly thereafter, subject to continued service through each vesting date.

- (9) Represents shares of Class B Common Stock that have been withheld by the issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the RSUs and does not represent a sale by the reporting person.
- (10) Represents shares of Class B Common Stock that have been converted to Class A Common Stock in connection with the net settlement of the RSUs.

The RSUs were granted with both (a) a liquidity event-based vesting condition and (b) a service-based vesting condition, both of which conditions must be satisfied in order for the RSUs to vest. The liquidity event-based vesting condition was satisfied on November 17,

- (11) 2012. Pursuant to the terms of the RSU award, the service-based vesting condition was satisfied as to 1/5th of the total number of shares on September 1, 2009 and then 1/60th of the total number of shares vest monthly thereafter, subject to continued service through each vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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